

RECORDATION NO. 27279 FILED

DEC 18 '07 -10 30 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

December 18, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of December 17, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: General Electric Railcar Services Corporation  
161 North Clark Street, 7<sup>th</sup> Floor  
Chicago, IL 60601

[Lessee: Conagra, Inc.  
11 ConAgra Drive  
Suite 5023  
Omaha, Nebraska 68101]

Mr. Vernon A. Williams  
December 18, 2007  
Page 2

A description of the railroad equipment covered by the enclosed document is:

45 railcars within the series NAHX 61355 - NAHX 61845 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

RECORDATION NO. 27279 FILED

DEC 18 '07 -10 30 AM

**MEMORANDUM OF LEASE AGREEMENT    SURFACE TRANSPORTATION BOARD**

This Memorandum of Lease Agreement dated as of December 17, 2007 is made by General Electric Railcar Services Corporation, a Delaware corporation (the "Lessor").

**W I T N E S S E T H:**

The Lessor and Conagra, Inc. (the "Lessee") are parties to that certain Rider No. 92 dated October 15, 1999, as (a) renewed by Rider No. 92 Renewal No. 1 executed by ConAgra Trade Group, Inc., as predecessor in interest to Lessee, on January 9, 2003 and by Lessor on January 19, 2003 and (b) renewed and amended by Rider No. 92 Renewal No. 2 executed by Lessee on January 1, 2006 and by Lessor on February 3, 2006 (collectively, the "Lease Agreement"), which incorporates by reference the terms of that certain Car Leasing Agreement 1549-1 dated March 9, 1994 between Lessor and Lessee, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad cars listed in Exhibit A hereto.

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

**GENERAL    ELECTRIC    RAILCAR  
SERVICES CORPORATION**

By: 

Name: Mark Stefani

Title: Vice President


[Memorandum of Lease Agreement]

STATE OF ILLINOIS                    )  
  ) SS:  
COUNTY OF COOK                    )

On this, the 17th day of December, 2007, before me, a Notary Public in and for said County and State, personally appeared Mark Stefani, a Vice President of General Electric Railcar Services Corporation, who acknowledged himself to be a duly authorized officer of General Electric Railcar Services Corporation, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



  
Name: Jeanne A. Nelson, Notary Public  
My Commission Expires: 02-20-2010  
Residing in Cook County

[Memorandum of Lease Agreement]

**EXHIBIT A  
CAR LIST**

<b>Unit</b>	<b>AAR</b>	
<b><u>Count</u></b>	<b><u>Reporting Marks</u></b>	
1	NAHX	61355
2	NAHX	61360
3	NAHX	61375
4	NAHX	61429
5	NAHX	61444
6	NAHX	61453
7	NAHX	61458
8	NAHX	61468
9	NAHX	61476
10	NAHX	61478
11	NAHX	61488
12	NAHX	61493
13	NAHX	61514
14	NAHX	61517
15	NAHX	61527
16	NAHX	61682
17	NAHX	61742
18	NAHX	61774
19	NAHX	61791
20	NAHX	61809
21	NAHX	61814
22	NAHX	61815
23	NAHX	61817
24	NAHX	61818
25	NAHX	61819
26	NAHX	61820
27	NAHX	61821
28	NAHX	61823
29	NAHX	61824
30	NAHX	61825
31	NAHX	61826
32	NAHX	61827
33	NAHX	61828
34	NAHX	61829
35	NAHX	61830
36	NAHX	61831
37	NAHX	61832
38	NAHX	61833
39	NAHX	61834
40	NAHX	61835
41	NAHX	61837
42	NAHX	61838
43	NAHX	61839
44	NAHX	61840
45	NAHX	61845

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/18/07



\_\_\_\_\_  
Robert W. Alvord